

REC'D 22257 FILED C, D, E, F

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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SUITE 200  
WASHINGTON, D.C.

AUG 17 '99 1-15PM

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

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August 17, 1999

*Kim L. Bartman*  
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies each of Lease Supplement No. 2, Acceptance Notice, Restated Lease Supplement, and Memorandum of Trust Indenture and Security Agreement Supplement No. 3, all dated August 17, 1999, and all being secondary documents as defined in the Board's Rules for the Recordation of Documents

The enclosed documents relate to the Equipment Leasing Agreement previously filed with the Board under Recordation Number 22257.

The names and addresses of the parties to the enclosed documents are:

Lease Supplement No. 2, Acceptance Notice  
and Restated Lease Supplement

Lessor: First Security Bank  
79 South Main Street  
Salt Lake City, Utah 84111

Lessee: Alabama Power Company  
600 North 18<sup>th</sup> Street  
Birmingham, Alabama 35203

Mr. Vernon A. Williams  
August 17, 1999  
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**Memorandum of Trust Indenture and  
Security Agreement Supplement No. 3**

Owner Trustee: First Security Bank  
79 South Main Street  
Salt Lake City, Utah 84111

Indenture Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed documents is:

for Lease Supplement No. 2 and the Acceptance Notice -- 80 railcars JHMX  
991681 through JHMX 991760;

for the Restated Lease and Security Agreement Supplement No. 3 -- 440 railcars  
JHMX 991561 through JHMX 99200

Also enclosed is a check in the amount of \$104.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

RECORDED NO. 22257 FILED F

AUG 17 '99

1-15PM

**MEMORANDUM OF TRUST INDENTURE AND  
SECURITY AGREEMENT SUPPLEMENT NO. 3**

Memorandum of Trust Indenture and Security Agreement Supplement No. 3, made and entered into as of August 17, 1999 by and between First Security Bank, National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee ("Owner Trustee"), and Wilmington Trust Company, a Delaware banking corporation, as Indenture Trustee ("Indenture Trustee").

**WITNESSETH:**

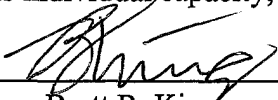
1. The undersigned have entered into that certain Trust Indenture and Security Agreement, dated as of April 28, 1999, (the "Trust Indenture"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture and Security Agreement has been recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that Trust Indenture and Security Agreement Supplement No. 3, dated August 17, 1999, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railcars bearing reporting marks and road numbers as listed on Schedule I attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Trust Indenture and Security Agreement Supplement No. 3 to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST SECURITY BANK, NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as Owner Trustee

By:   
Name: Brett R. King  
Title: Assistant Vice President

WILMINGTON TRUST COMPANY, Indenture Trustee

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Trust Indenture and Security Agreement Supplement No. 3 to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST SECURITY BANK, NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as Owner Trustee

By: \_\_\_\_\_

Name: Brett R. King

Title: Assistant Vice President

WILMINGTON TRUST COMPANY, Indenture Trustee

By:  \_\_\_\_\_

Name:

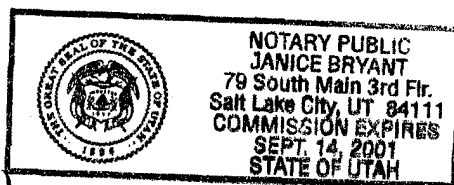
*David A. Vanaskey, Jr.*

Title:

*Vice President*

State of Utah )  
 ) SS:  
County of Salt Lake )

On this \_\_\_\_ day of August, 1999, before me personally appeared Brett R. King,  
to me personally known, who being by me duly sworn, says that (s)he is a Assistant Vice President  
of First Security Bank, National Association and that said instrument was signed on behalf of said  
corporation, by authority of its Board of Directors, and (s)he acknowledged that the execution  
of the foregoing instrument was the free act and deed of said corporation.



(Notarial Seal)

Janice Bryant  
Notary

My Commission expires:

State of )  
 ) SS:  
County of )

On this \_\_\_\_ day of August, 1999, before me personally appeared \_\_\_\_\_,  
to me personally known, who being by me duly sworn, says that (s)he is a \_\_\_\_\_  
of \_\_\_\_\_ and that said instrument was signed on behalf of said  
corporation, by authority of its Board of Directors, and (s)he acknowledged that the execution  
of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary

(Notarial Seal)

My Commission expires:

State of Delaware )  
 )  
County of NEWCASTLE ) SS:

On this 11 day of August, 1999, before me personally appeared DAVID A. VANASKEY, JR. to me personally known, who being by me duly sworn, says that (s)he is a ~~Vice President~~ of Wilmington Trust Co. and that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Deborah L. George  
Notary

(Notarial Seal)

My Commission expires:  
DEBORAH L. GEORGE  
NOTARY PUBLIC  
My Commission Expires November 21, 1999

State of )  
 )  
County of ) SS:

On this \_\_\_\_ day of August, 1999, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that (s)he is a \_\_\_\_\_ of \_\_\_\_\_ and that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary

(Notarial Seal)

My Commission expires:

# SCHEDULE 1

JHMX 991561-991680	120
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JHMX 991761-992000	240
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JHMX 991681-991760	80
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440 cars

TOTAL COST	<u>\$28,513,879.20</u>
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